

## Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter 11☐ Check if this an amended filing

## Official Form 201

## Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name HHC PORTLAND AL, L.P.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

None3. Debtor's federal Employer Identification Number (EIN) Tax ID: 80-0665409

4. Debtor's address

Principal place of business

600 N. Pearl Street, Suite 1100  
Dallas, TX 75201

Number, Street, City, State &amp; ZIP Code

Dallas

County

Mailing address, if different from principal place of business

600 N. Pearl Street, Suite 1100  
Dallas, TX 75201

P.O. Box, Number, Street, City, State &amp; ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State &amp; ZIP Code

5. Debtor's website (URL) \_\_\_\_\_

6. Type of debtor

☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☒ Other. Specify: Limited Partnership

Debtor HHC PORTLAND AL, L.P.  
Name

Case number (if known) \_\_\_\_\_

## 7. Describe debtor's business A. Check one:

- ☒ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☐ None of the above

## B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
 See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6231

## 8. Under which chapter of the Bankruptcy Code is the debtor filing? Check one:

- ☐ Chapter 7  
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).  
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
☐ A plan is being filed with this petition.  
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.  
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

## 9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.  
☐ Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

## 10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No  
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor <u>See Attached Schedule 1</u>	Relationship _____
District _____	When _____ Case number, if known _____

Debtor HHC PORTLAND AL, L.P.  
Name

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?** \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds**

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor HHC PORTLAND AL, L.P.  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures****WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 20, 2019  
MM / DD / YYYY**X** /s/ Kevin O'Halloran  
Signature of authorized representative of debtor  
  
Title Chief Restructuring OfficerKevin O'Halloran  
Printed name**18. Signature of attorney****X** /s/ Trey A. Monsour  
Signature of attorney for debtorDate May 20, 2019  
MM / DD / YYYYTrey A. Monsour  
Printed namePolsinelli PC  
Firm name2950 N. Harwood Street,  
Suite 2100  
Dallas, TX 75201

Number, Street, City, State &amp; ZIP Code

Contact phone 713-374-1643Email address tmonsour@polsinelli.com14277200 TX

Bar number and State

Debtor Name	Case No.	EIN
Alief SCC LLC	18-33987	0523
Bandera SCC LLC	18-33989	0617
Baytown SCC LLC	18-33992	0778
Beltline SCC LLC	18-33996	7264
Booker SCC LLC	18-33999	0967
Bossier SCC LLC	18-34003	2017
Bradford SCC LLC	18-34004	9535
Brinker SCC LLC	18-34005	7304
Brownwood SCC LLC	18-33968	0677
Capitol SCC LLC	18-34006	1750
CapWest-Texas LLC	18-34008	4897
Cedar Bayou SCC LLC	18-34010	8889
Clear Brook SCC LLC	18-34012	1877
Colonial SCC LLC	18-34014	4385
Community SCC LLC	18-33969	7951
Corpus Christi SCC LLC	18-34016	9807
Crestwood SCC LLC	18-34017	7349
Crowley SCC LLC	18-33970	6697
CTLTC Real Estate, LLC	18-34018	0202
Fairpark SCC LLC	18-34020	7381
Gamble Hospice Care Central LLC	18-34022	6688
Gamble Hospice Care Northeast LLC	18-34025	6661
Gamble Hospice Care Northwest LLC	18-34027	2044
Gamble Hospice Care of Cenla LLC	18-34029	4510
Green Oaks SCC LLC	18-33971	7218
Harbor Lakes SCC LLC	18-33972	7299
Harden HUD Holdco LLC	18-34032	1502
Harden Non-HUD Holdco LLC	18-34035	3391
Harden Pharmacy LLC	18-34036	1995
Hearthstone SCC LLC	18-34037	9154
Hewitt SCC LLC	18-33973	7237
HG SCC LLC	18-34040	7415
Hill Country SCC LLC	18-34043	4199
Holland SCC LLC	18-33974	1427
Hunters Pond SCC LLC	18-34045	2886
Jacksonville SCC LLC	18-34046	4216
La Hacienda SCC LLC	18-34049	1074
Lakepointe SCC LLC	18-34050	7457
Major Timbers LLC	18-34052	7477
Marlandwood East SCC LLC	18-34054	1871
Marlandwood West SCC LLC	18-34058	2192
Meadow Creek SCC LLC	18-34064	9278
Midland SCC LLC	18-34065	4231
Mill Forest Road SCC LLC	18-34066	5137
Mission SCC LLC	18-33975	8086
Mullican SCC LLC	18-34067	7499

· Mystic Park SCC LLC	18-34068	1898
· Normandie SCC LLC	18-34069	1542
· Onion Creek SCC LLC	18-34070	7425
· Park Bend SCC LLC	18-34071	9410
· Pasadena SCC LLC	18-34072	1694
· Pecan Tree SCC LLC	18-34073	4241
· Pecan Valley SCC LLC	18-34074	9585
· Pleasantmanor SCC LLC	18-34075	7536
· PM Management - Allen NC LLC	18-34076	4961
· PM Management - Babcock NC LLC	18-34077	7829
· PM Management - Cedar Park NC LLC	18-34078	1050
· PM Management - Corpus Christi NC II LLC	18-34079	5231
· PM Management - Corpus Christi NC III LLC	18-34080	5129
· PM Management - Corsicana NC II LLC	18-34081	9281
· PM Management - Corsicana NC III LLC	18-34082	9353
· PM Management - Corsicana NC LLC	18-34083	1333
· PM Management - Denison NC LLC	18-34084	5022
· PM Management - El Paso I NC LLC	18-34085	2965
· PM Management - Fredericksburg NC LLC	18-34086	0599
· PM Management - Frisco NC LLC	18-34087	5082
· PM Management - Garland NC LLC	18-33979	5137
· PM Management - Golden Triangle NC I LLC	18-33980	9478
· PM Management - Golden Triangle NC II LLC	18-33981	9536
· PM Management - Golden Triangle NC III LLC	18-33982	9597
· PM Management - Golden Triangle NC IV LLC	18-33983	9654
· PM Management - Killeen I NC LLC	18-33984	3105
· PM Management - Killeen II NC LLC	18-33985	3179
· PM Management - Killeen III NC LLC	18-33986	3245
· PM Management - Lewisville NC LLC	18-33988	5296
· PM Management - New Braunfels NC LLC	18-33990	6293
· PM Management - Park Valley NC LLC	18-33991	7186
· PM Management - Pflugerville AL LLC	18-33993	4007
· PM Management - Portfolio IX NC LLC	19-30253	1841
· PM Management - Portfolio V NC, LLC	19-30249	2086
· PM Management - Portfolio VI NC LLC	19-30250	5354
· PM Management - Portfolio VII NC LLC	19-30251	9728
· PM Management - Portfolio VIII NC LLC	19-30252	3048
· PM Management - Portland AL LLC	18-33994	5018
· PM Management - Portland NC LLC	18-33995	4928
· PM Management - Round Rock AL LLC	18-33997	5304
· PM Management - San Antonio AL LLC	19-34021	4609
· PM Management - San Antonio NC LLC	18-33998	1216
· Presidential SCC LLC	18-34000	1913
· Redoak SCC LLC	18-33976	7569
· Riverside SCC LLC	18-34001	1889
· Round Rock SCC LLC	18-34002	8936
· Rowlett SCC LLC	18-34007	7606

- Ruston SCC LLC	18-34009	0242
- RW SCC LLC	18-34011	7631
- Sagebrook SCC LLC	18-34013	9571
- San Angelo SCC LLC	18-34015	4254
- San Antonio SCC, LLC	19-30261	4923
- SCC Edinburg LLC	18-34019	1195
- SCC Hospice Holdco LLC	18-34021	0104
- SCC Senior Care Investments LLC	18-34023	4123
- SCC Socorro LLC	18-34024	5459
- Senior Care Center Management II LLC	18-34026	1280
- Senior Care Center Management LLC	18-34028	7811
- Senior Care Centers Home Health, LLC	18-34030	1931
- Senior Care Centers LLC	18-33967	8550
- Senior Rehab Solutions LLC	18-34031	4829
- Senior Rehab Solutions North Louisiana LLC	18-34033	1690
- Shreveport SCC LLC	18-34034	1659
- Solutions 2 Wellness LLC	18-34038	4065
- South Oaks SCC LLC	18-34039	8002
- Springlake ALF SCC LLC	18-34041	2436
- Springlake SCC LLC	18-34042	9102
- Stallings Court SCC LLC	18-33977	7393
- Stonebridge SCC LLC	18-34044	9234
- Stonegate SCC LLC	18-33978	3005
- Summer Regency SCC LLC	18-34047	7782
- TRISUN Healthcare LLC	18-34048	2497
- Valley Grande SCC LLC	18-34051	1341
- Vintage SCC LLC	18-34053	7710
- West Oaks SCC LLC	18-34055	9535
- Western Hills SCC LLC	18-34056	1922
- Weston Inn SCC LLC	18-34057	7871
- Westover Hills SCC LLC	18-34059	3303
- Whitesboro SCC LLC	18-34060	7745
- Windcrest SCC LLC	18-34061	9541
- Windmill SCC LLC	18-34062	8067
- Wurzbach SCC LLC	18-34063	9920

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF  
SENIOR CARE CENTERS, LLC**

May 11th, 2019

Under the provisions of the Second Amended and Restated Limited Liability Company Agreement of Senior Care Centers, LLC (the “**Company**”), a limited liability company duly organized and validly existing under the laws of the State of Delaware, as amended, and the Delaware Limited Liability Company Act, as amended, effective as of the date written above, the undersigned constituting all members of the Board of Directors (the “**Board**”) and the Board of each of the Company’s subsidiaries, hereby consent in writing that the following resolutions be adopted and direct that this consent be filed with the Company’s (and each of the Company’s subsidiaries’) official minutes, to have the same force as a unanimous vote of the Directors (and the directors of each of the Company’s subsidiaries) at a meeting duly held this date:

**WHEREAS**, the Board has considered presentations by management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company’s business; and

**WHEREAS**, the Board has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company; and

**WHEREAS**, the Company and 120 of its affiliates filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) on December 4, 2018 in the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”), and an additional 8 of its affiliates filed voluntary petitions for relief under the provisions of chapter 11 of the Bankruptcy Code on January 21, 2019 in the Bankruptcy Court.

**NOW, THEREFORE, IT IS**

**RESOLVED**, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be and hereby is authorized to file or cause to be filed voluntary petitions for relief for each of the Company’s additional affiliates listed on the attached Schedule 1 and collectively referred to herein as the “**Chapter 11 Cases**” under the provisions of chapter 11 of the Bankruptcy Code in the Bankruptcy Court; and it is further

**RESOLVED**, that the Chief Executive Officer, Chief Restructuring Officer, and Chief Financial Officer (collectively, the “**Authorized Officers**”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business; and it is further



**RESOLVED**, that the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and they hereby are, authorized, empowered and directed to certify the authenticity of these resolutions.

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

**RESOLVED**, that all members of the Board of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and it is further

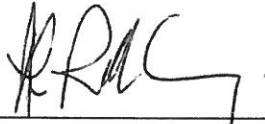
**RESOLVED**, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board; and it is further

**RESOLVED**, that each of the Authorized Officers (and their designees and delegates) be and hereby are authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, or managing member of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or appropriate to effectuate the purposes of the transactions contemplated herein.

This Consent may be signed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.

A handwritten signature in black ink, appearing to read 'AMunday', is written over a horizontal line.

Alan Munday, Chairperson

---

David Stewart

---

Gideon Argov

---

Timothy J. Hughes

---

Michael Wyse

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.

/s/ Alan Munday (with authority by email dated May 11, 3019)

\_\_\_\_\_  
Alan Munday, Chairperson

\_\_\_\_\_  
David Stewart

\_\_\_\_\_  
Gideon Argov

*Timothy Hughes*  
\_\_\_\_\_  
Timothy J. Hughes

\_\_\_\_\_  
Michael Wyse

**IN WITNESS WHEREOF**, the undersigned have executed this Consent effective as of the date first set forth above.

\_\_\_\_\_  
**Alan Munday, Chairperson**

  
\_\_\_\_\_  
**David Stewart**

\_\_\_\_\_  
**Gideon Argov**

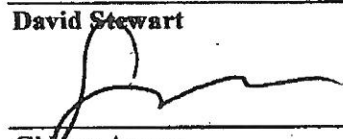
\_\_\_\_\_  
**Timothy J. Hughes**

\_\_\_\_\_  
**Michael Wyse**

**IN WITNESS WHEREOF**, the undersigned have executed this Consent effective as of the date first set forth above.

\_\_\_\_\_  
**Alan Munday, Chairperson**

\_\_\_\_\_  
**David Stewart**

  
\_\_\_\_\_  
**Gideon Argov**

\_\_\_\_\_  
**Timothy J. Hughes**

\_\_\_\_\_  
**Michael Wyse**

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.

\_\_\_\_\_  
Alan Munday, Chairperson

\_\_\_\_\_  
David Stewart

\_\_\_\_\_  
Gideon Argov

\_\_\_\_\_  
Timothy J. Hughes

\_\_\_\_\_  
Michael Wyse

**Schedule 1**

Company and Affiliates

1. HHC PORTLAND AL, L.P.

Trey A. Monsour  
State Bar No. 14277200  
Polsinelli PC  
2950 N. Harwood, Suite 2100  
Dallas, Texas 75201  
Telephone: (214) 397-0030  
Facsimile: (214) 397-0033  
tmonsour@polsinelli.com

Jeremy R. Johnson (*Pro Hac Vice* Pending)  
Polsinelli PC  
600 3rd Avenue, 42nd Floor  
New York, New York 10016  
Telephone: (212) 684-0199  
Facsimile: (212) 684-0197  
jeremy.johnson@polsinelli.com

COUNSEL TO THE DEBTORS AND  
DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:

SENIOR CARE CENTERS, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 18-33967 (BJH)

(Jointly Administered)

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE 40 LARGEST  
UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “**Debtors**”) hereby certify that the *Consolidated List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top 40 unsecured creditors (the “**Top 40 List**”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top 40 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 40 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claims. The information presented in the Top 40 List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.



Debtor name Senior Care Centers LLC

## UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS

Case No. (If known) \_\_\_\_\_

## Official Form 204

## Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 largest unsecured claims.

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Sabra Health Care Reit, Inc. 353 N Clark, Ste 2900 Chicago, IL 60654	Sabra Health Care Reit, Inc. Tel: 888-393-8248 Email: Bchappell@Sabrahealth.Com Bhealey@Sabrahealth.Com	Rent				\$31,785,032.13
2 Healthcare Services Group Inc 3220 Tillman Dr Ste 300 Bensalem, PA 19020	Healthcare Services Group Inc Tel: 267-525-8551 Email: Jotoole@Hcscgcorp.Com	HSG				\$7,963,956.84
3 Omnicare, Inc. P.O. Box 715276 Columbus, OH 43271-5276	Omnicare, Inc. Tel: 480-765-6353 Email: Susan.Vallone@Cvshealth.Com	Pharmacy				\$7,040,541.07
4 Medline Industries Inc Dept 1080 P.O. Box 121080 Dallas, TX 75312-1080	Medline Industries Inc Tel: 800-388-2147 Email: Finance@Medline.Com	Trade				\$3,151,957.78
5 Recovercare LLC P.O. Box 936446 Atlanta, GA 31193-6446	Recovercare LLC Tel: 800-826-0270 Email: Billing@Joemsrecovercare.Com	Trade				\$2,259,824.04

Debtor name Senior Care Centers LLC

Case No. (If known) \_\_\_\_\_

## (Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 Direct Supply P.O. Box 88201 Milwaukee, WI 53288-0201	Direct Supply Tel: 888-433-3224	Supplies				\$1,406,964.18
7 Schryver Medical Sales And Marketing, LLC 12075 East 45Th Ave Suite 600 Denver, CO 80239	Schryver Medical Sales And Marketing, LLC Tel: 800-638-3240	Trade				\$1,382,300.38
8 Acadian Ambulance Services, Inc. P.O. Box 92970 Lafayette, LA 70509	Acadian Ambulance Services, Inc. Tel: 800-259-3333	Transport				\$836,859.51
9 Sedgwick CMS 175 W. Jackson Suite 700 Chicago, IL 60604	Sedgwick CMS Tel: 713-914-3238	Trade				\$811,236.45
10 Specialized Medical Services, Inc. 7237 Solution Center Chicago, IL 60677-7002	Specialized Medical Services, Inc. Tel: 800-786-3656	Trade				\$755,222.84
11 Diagnostic Laboratories & Radiology 2820 N Ontario St. Burbank, CA 91504-2015	Diagnostic Laboratories & Radiology Tel: 818-549-1880	Trade				\$536,447.30
12 Mobilexusa (DSSI) 930 Ridgebrook Road 3rd Floor Sparks, MD 21152	Mobilexusa (DSSI) Tel: 800-388-2147	Trade				\$477,200.57

Debtor name Senior Care Centers LLC

Case No. (If known) \_\_\_\_\_

## (Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13 Pharmerica P.O. Box 409251 Atlanta, GA 30384-9251	Pharmerica Tel: 800-722-3005	Pharmacy				\$401,318.39
14 Seqirus USA, Inc. P.O. Box 934973 3585 Atlanta Ave Hapeville, GA 30354	Seqirus USA, Inc. Tel: 855-358-8966 Email: Usainc.Accountsreceivable@Seqirus.Com	Trade				\$333,126.39
15 Centurylink P.O. Box 52187 Phoenix, AZ 85072-2187	Centurylink Tel: 865-465-2313	Telephone				\$324,315.96
16 Pointclickcare Technologies, Inc. P.O. Box 674802 Detroit, MI 48267-4802	Pointclickcare Technologies, Inc. Tel: 800-277-5889	Trade				\$305,072.46
17 San Antonio North Knoll LLC 10960 Wilshire Blvd, 5Th Fl Los Angeles, CA 90024	San Antonio North Knoll LLC Email: Dbellis@Nksf.Com; Nsm12Lmu@Yahoo.Com; Tokum@Picoainc.Com	Rent				\$276,686.29
18 Hidalgo Healthcare Realty 5647 New Copeland Rd Tyler, TX 75703	Hidalgo Healthcare Realty Email: Lparker@Sciconstruction-Tx.Com	Rent				\$250,951.87
19 Cedar Park Healthcare LLC 21726 Hardy Oak Blvd San Antonio, TX 78258	Cedar Park Healthcare LLC Email: Jsmithers@Smithersconstruction.Com, Lwhite@Smithersconstruction.Com	Rent				\$227,424.00

Debtor name Senior Care Centers LLC

Case No. (If known) \_\_\_\_\_

## (Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20 Performance Food Group - Temple P.O. Box 951641 Dallas, TX 75395-1641	Performance Food Group - Temple Tel: 800-375-3606	Food				\$205,982.24
21 Belfor Usa Group, Inc. 4820 Ih 35 North Waco, TX 76705	Belfor Usa Group, Inc. Tel: 254-799-8400 Email: Lori.Ballard@Us.Belfor.Com	Trade				\$200,000.00
22 GPDP Development Ltd. 610 Towson Avenue Fort Smith, AR 72901	GPDP Development Ltd. Email: Jana.Mundy@Gpfsm.Com	Rent				\$189,170.32
23 BKD, LLP Attn: Accounts Receivable P.O. Box 1190 Springfield, MO 65801-1190	BKD, LLP Tel: 417-866-5822 Email: Bbowmaster@Bkd.Com	Trade				\$184,535.00
24 Century Healthcare LLC CHC Companion P.O. Box 3280 Grapevine, TX 76099-3280	Century Healthcare LLC	Insurance				\$175,991.18
25 OLP Wyoming Springs LLC c/o One Liberty Properties, Inc. 60 Cuttermill Rd, Suite 303 Great Neck, NY 11021	OLP Wyoming Springs LLC Email: Pchachlani@1Liberty.Com	Rent				\$169,370.52
26 ADP, Inc. P.O. Box 842875 Boston, MA 02284-2875	ADP, Inc. Tel: 800-225-5237	Trade				\$164,817.69

Debtor name Senior Care Centers LLC

Case No. (If known) \_\_\_\_\_

## (Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
27 Staples Business Advantage (DSSI) 500 Staples Drive Framingham, MA 01702	Staples Business Advantage (DSSI) Tel: 877-826-7755 Email: John.Jones3@Staples.Com	Supplies				\$153,040.47
28 Presto-X / Rentokil Sterite P.O. Box 13848 Reading, PA 19612	Presto-X / Rentokil Sterite Tel: 877-764-0007 Email: Nationalcollections@Rentokil.Com	Trade				\$143,727.29
29 Colonial Life Accident & Insurance Co Processing Center P.O. Box 1365 Columbia, SC 29202-1365	Colonial Life Accident & Insurance Co Tel: Email:	Insurance				\$138,876.78
30 PC Connection Sales Dba Connections P.O. Box 536472 Pittsburgh, PA 15253-5906	PC Connection Sales Tel: 800-800-0011 Email:	Trade				\$130,583.12
31 GB&P Lubbock Ltd 610 Towson Avenue Fort Smith, AR 72901	GB&P Lubbock Ltd Email: Jana.Mundy@Gpfsm.Com	Rent				\$125,094.22
32 Clinical Resources LLC 3338 Peachtree Road, Ne Suite 102 Atlanta, GA 30326	Clinical Resources LLC Tel: 404-343-7227 Email:	Contractor				\$123,787.07

Debtor name Senior Care Centers LLC

Case No. (If known) \_\_\_\_\_

## (Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
33 AHS-Medrec, Inc. D/B/A Medrec P.O. Box 732800 Dallas, TX 75373-2800	AHS-Medrec, Inc. D/B/A Medrec Tel: 888-740-4341 Email:	Contractor				\$118,702.72
34 CEU360 5048 Tennyson Parkway Suite 200 Plano, TX 75024	CEU360 Tel: 800-554-2387 Email:	Trade				\$110,792.00
35 HD Supply Facilities Maintenance P.O. Box 509058 San Diego, CA 92150-9058	HD Supply Facilities Maintenance Tel: 800-798-8888 Email:	Trade				\$103,050.31
36 Staples Promotional Products Bin #150003 P.O. Box 790322 St. Louis, MO 63179-0322	Staples Promotional Products Tel: 469-262-4548 Email:	Trade				\$102,126.56
37 CNA Deductible Recovery Group P.O. Box 6065-02 Hermitage, PA 16148-1068	CNA Deductible Recovery Group Tel: 888-999-1365 Email:	Trade				\$100,000.00
38 Ogletree Deakins P.O. Box 89 Columbia, SC 29202	Ogletree Deakins Tel: 864-241-1900 Email:	Trade				\$98,319.99

Debtor name Senior Care Centers LLC

Case No. (If known) \_\_\_\_\_

## (Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
39 Navarro Snf Development, LP 9840 Jacksboro Hwy Ft. Worth, TX 76135	Navarro Snf Development, LP Email: Mcdonnellconst@Gmail.Com; Mcdonnellbuildersmf@Gmail.Com	Rent				\$95,839.00
40 Trinity Tile And Stone 3705 Tarragona Lane Austin, TX 78727	Trinity Tile And Stone Email:	Trade				\$87,667.48

Fill in this information to identify the case:

Debtor name **HHC PORTLAND AL, L.P.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**

Case number (if known): \_\_\_\_\_

☐ Check if this is an  
amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
-NONE-						



**CORPORATE OWNERSHIP STATEMENT PURSUANT TO  
FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007 AND 7007.1**

Pursuant to Rule 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the below debtor and debtor in possession respectfully represent that the following corporations directly or indirectly own 10% or more of any class of its equity interests.

<b>Entity</b>	<b>Ownership</b>
HHC Portland AL, LP	Capwest-Texas, LLC (1%)
	Harden Healthcare, LLC (99%)

## Fill in this information to identify the case:

Debtor name HHC PORTLAND AL, L.P.United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration **Consolidated Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 20, 2019X /s/ Kevin O'Halloran

Signature of individual signing on behalf of debtor

Kevin O'Halloran

Printed name

Chief Restructuring Officer

Position or relationship to debtor